

ORIGINAL

O'CONNOR & HANNAN, L.L.P.
ATTORNEYS AT LAW

David L. Hill
Direct Dial: (202) 887-1421
e-mail: dhill@oconnorhannan.com

SUITE 500
1666 K STREET, N.W.
WASHINGTON, D.C. 20006-2803
(202) 887- 1400
FAX (202) 466-2 196

VIRGINIA
MADRID

December 28, 1999

Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

Re: **FCC Ownership Disclosure Information,
Wireless One Holding Company, L.P.**

Dear Sir or Madam:

Enclosed for filing is an original of a FCC Form 602 providing ownership information for Wireless One Holding Company, L.P.

Any questions concerning the enclosed may be directed to this office

Very truly yours,


David L. Hill


DLH:gln
Enclosures



FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
see instructions for
public burden estimate

Applicant/Licensee Information

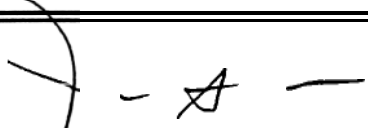
1) First Name (if Individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): WIRELESS ONE HOLDING COMPANY, L.P.		3) Applicant TIN: 	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
NONE - Other than Cellular and Point-to-Point Microwave Applications	Owned and Operated by Applicant/Licensee Identified in Item 2.		

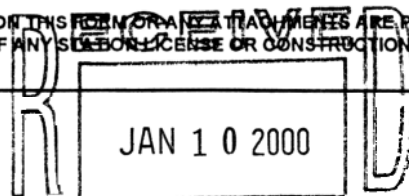
Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: James	MI: A	Last Name: Dwyer	Suffix:
Title: President, WON, Inc. Corporate General Partner Wireless One Network, L.P., General Partner			
Signature: 			Date: 12/23/99

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).




12 29-99


Licensing & Technical
Analysis Branch

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entii): WIRELESS ONE NETWORK, L.P.		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 2100 Electronics Lane Fort Myers, FL 33912			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held In Applicant: 99.75%	
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G		9) Disclosable Interest Holder's Country of Citienship: USA	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

Ila) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	Iib) Principal Business:	Iic) TIN:	IId) Percent of Interest Held:
Wireless One Holding Company, L.P. 2100 Electronics Lane Fort Myers, FL 33912	Cellular		99.75%

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entii): WON, INC.		3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: 2100 Electronics Lane Fort Myers, FL 33912			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held In Applicant: . 25%
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G / L		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): SEE EXHIBIT A-1			

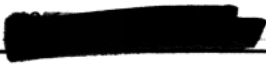
Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Wireless One Holding Company, L.P. 2100 Electronics Lane Fort Myers, FL 33912	Cellular	[REDACTED]	. 25%


FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): MADISON DEARBORN CAPITAL PARTNERS II, L.P.		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: Three First National Plaza., Suite 3800 Chicago, IL 60602			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 48.41%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): L		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indired owner, list path of ownership from indired owner to the applicant): SEE EXHIBIT A-1			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Wireless One Holding Company, L.P. 2100 Electronics Lane Fort Myers, FL 33912	Cellular		48.41%
Omnipoint Communications, Inc.	PCS		11.6% ^{*/}
OmniPoint Data Co., Inc.	WCS		11.6% ^{*/}
WNP Communications, Inc.	LMDS		12.2% ^{*/}

^{*/} Held by Madison Dearborn Partners, Inc.

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)


1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): PROVIDENCE EQUITY PARTNERS, L.P.			3) Disclosable Interest Holder's TIN: [REDACTED]
4) Disclosable Interest Holder's Address: 50 Kennedy Plaza, Suite 901 Providence, RI 02903			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (L) (refer to instructions for list of codes):		7) Percent of Interest Held In Applicant: 29.84%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): L		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): SEE EXH'IBIT A-1			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

I(a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	I(b) Principal Business:	I(c) TIN:	I(d) Percent of Interest Held:
Wireless One Holding Company, L.P. 2100 Electronics Lane Fort Myers, FL 33912	Cellular	[REDACTED]	29.84%
American Cellular Corp.	Cellular	[REDACTED]	13.3%
Carrier1, LLC	European CLEC	[REDACTED]	73.97%
Madison River Telephone Company, LLC	Rural Tel. Co.	[REDACTED]	21.84%

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): TORONTO DOMINION CAPITAL (USA), INC.		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 900 Fannin Street, Suite 1700 Houston, TX 77010			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):	7) Percent of interest Held In Applicant: 12.10%	
6) Disclosable interest Holder's Type of Ownership (refer to instructions for list): L		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): SEE EXHIBIT A-1			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)



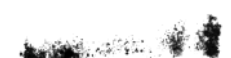

11a) Name and address of all FCC Regulated Businesses owned by Disclosable interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of interest Held:
Wireless One Holding Company, L.P. 2100 Electronics Lane Fort Myers, FL 33912	Cellular		12.10%
			
			
			

EXHIBIT A-1

WIRELESS ONE HOLDING COMPANY, L.P.

OWNERSHIP STRUCTURE

(ITEM 10, FCC FORM 602)

Wireless One Holding Company, L.P. is a Delaware limited partnership with the following partners:

Wireless One Network, L.P.	General Partner	99.75%
WON, Inc.	Limited Partner	.25%

The partners of Wireless One Network, L.P., a Delaware limited partnership, are as follows:

WON, Inc.	General Partner	.25%
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The following limited partners hold approximately 98% of the remaining equity:

Madison Dearborn Capital Partners II, L.P.	48.41%
Providence Equity Partners, L.P.	29.84%
Toronto Dominion Capital (USA), Inc.	12.10%
Quality Cellular Communications	8.14% (Not Reported on Form 602)

The stockholders holding 5% or more of the stock in the corporate General Partner WON, Inc. are as follows:

Madison Dearborn Capital Partners II, L.P.	48.41%
Providence Equity Partners, L.P.	29.84%
Toronto Dominion Capital (USA), Inc.	12.10%
Quality Cellular Communications, Inc.	8.14%

Wireless One Holding Company, L.P. is therefore controlled by Wireless One Network, L.P., which in turn is controlled by its corporate partner WON, Inc. Ultimate control therefore resides with the shareholders of WON, Inc.